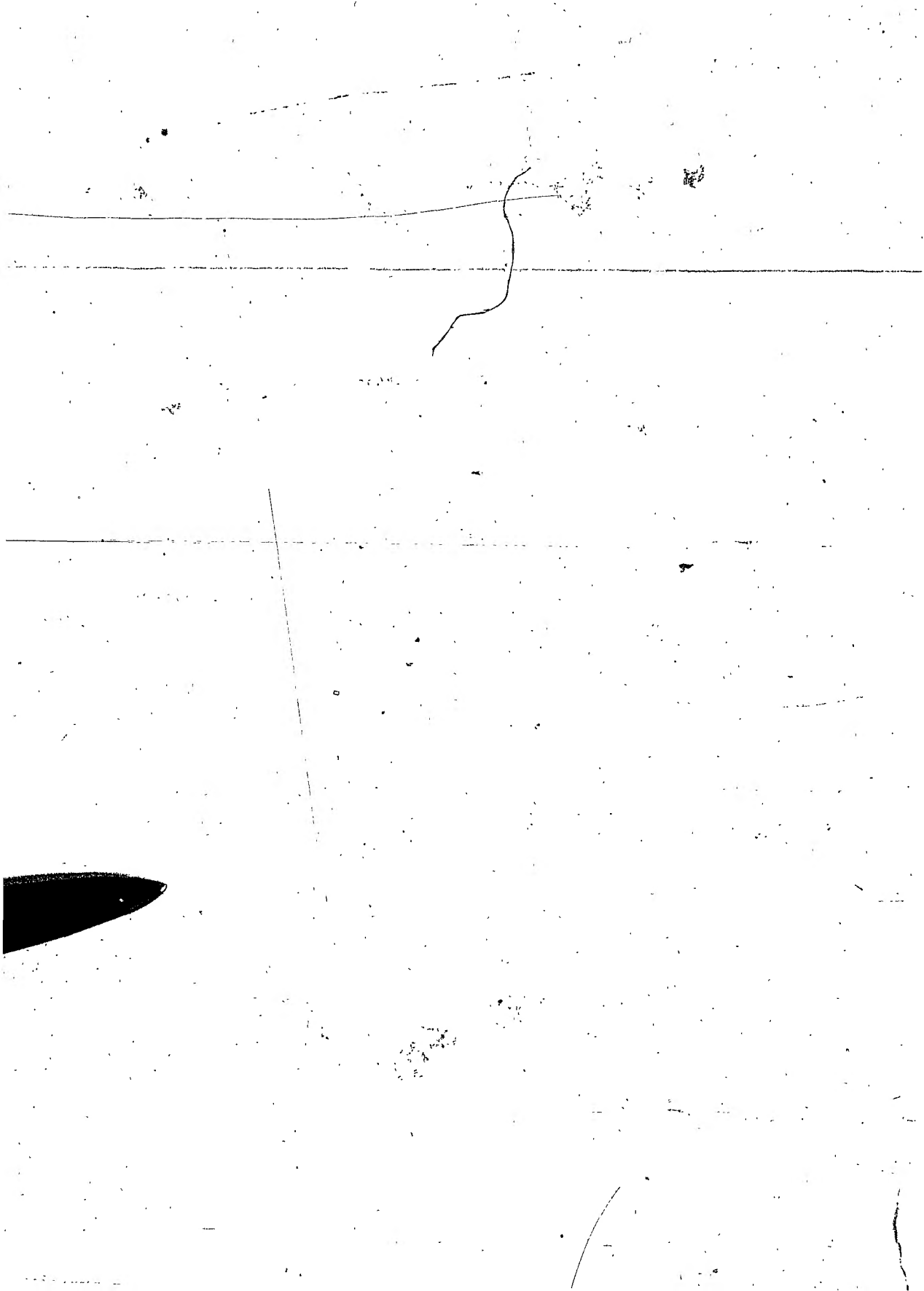


INTERNATIONAL DAY OF THE YOUTH

15 AUGUST 1944





C O P Y

OF THE

DEED POLL

UNDER THE SEAL OF THE

Governor and Company

OF

ADVENTURERS OF ENGLAND,

TRADING INTO

HUDSON'S BAY,

Bearing date the Twenty-Sixth day of March, 1821,

STATING

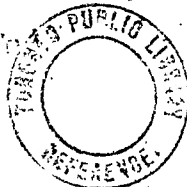
the appropriation of the FORTY SHARES reserved by the principal Deed for
Chief Factors and Chief Traders, with their duties; the regulations
relating thereto, and for carrying on the Trade.

LONDON:

PRINTED BY H. K. CAUSTON, BIRCHIN-LANE, CORNHILL.

1821.

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MAR 25 1943

COPY
OF THE
DEED POLL,

&c. &c.

To all to whom these presents shall come. THE GOVERNOR AND COMPANY OF ADVENTURERS OF ENGLAND TRADING INTO HUDSONS-BAY, Send greeting. WHEREAS Reciting the Indenture of 26th March, 1821, made between the said Governor and Company, and Messrs. W. & S. McGillivray and Ellice, under or by means of an Indenture bearing date the twenty-sixth day of March Instant, and made between the said Governor and Company of the first part: **WILLIAM M'GILLIVRAY**, of Montreal, in the province of Lower Canada, in North America, Esquire; **SIMON M'GILLIVRAY**, of Suffolk-Lane, in the City of London, Merchant; and **EDWARD ELLICE**, of Spring-Gardens, in the county of Middlesex, Esquire, who together with certain other persons therein referred to, are thereafter described as being theretofore or then engaged in Copartnership in carrying on a trade in purchasing and receiving, by way of barter, Furs, Peltries, and other articles from the Indians in Upper and Lower Canada, and in other parts of North America, in or under the name or firm of the **NORTH WEST COMPANY**, of the second part. It is amongst other things, provided and agreed, by and between the parties to the Indenture now in recital, that the trade in purchasing and receiving, by way of barter, from the Indians, Furs, Peltries, and other articles thereinbefore mentioned to have been theretofore carried on by the said Governor and Company, and the said North West Company, as therein mentioned, should, for the space of twenty-one years,

agreeing that the trade shared for the space of 21 years;

commencing with the outfit of 1821, and ending with the return of the outfit of 1841, be carried on exclusively in the name of the Governor and Company

That the said parties thereto should provide an equal capital share for carrying on the trade

That the expenses of the establishments of the Governor and Company in England, and within their territory and other parts of North America, and other expenses enumerated, should be paid out of the trade

In case the profits should be deficient, then such expence to be paid by the parties in moieties: no expence relating to colonization, or to any business separate from the said trade to form any charge on the concern,

commencing with the outfit of the year 1821, and ending with the returns of the outfit of the year 1841, but subject, nevertheless, to certain terms thereafter contained, be carried on by and in the name of the said Governor and Company, and their successors, exclusively, as well in the territory of the said Governor and Company, as in any other part or parts of North America, which might from time to time be fixed upon by the said Governor and Company, and their successors; and that the business of the said concern in England, should be transacted at the Hudson's-Bay House, in London, or at such other place or places as the said Governor and Company, and their successors, should from time to time think fit, and that the said Governor and Company, or their successors, and the said parties thereto, of the second part, should respectively provide one equal share of the Capital stock to be employed in carrying on the said trade under the Indenture now in recital, and to be made up in manner therein mentioned, and the expences, from, and after the time therein mentioned, and during the said term of twenty-one years, of all the Establishments of the said Governor and Company, and their successors, in England, and in the territory granted by their Charter, and also in their Establishments in any other part or parts of North America where the said trade should be carried on under the Indenture now in recital, including in such expences the salaries of the Governor and Committee of the said Hudson's-Bay Company, and of two Governors, to be by them appointed, for their territories in Hudson's Bay, and of all Officers for the time being, both at home and abroad, of the said Governor and Company, and their successors, and including also divers other expences enumerated in the Indenture now in recital, and all other expences, and all losses or damages, which should or might be incurred or sustained in carrying on the said trade, or in anywise relating thereto, should from time to time, and previously to the division therein, and in part hereinafter mentioned, of the clear gains and profits of the said concern, be paid, allowed and borne, by, and out of the proceeds of the current returns arising from the same trade, and in case the same should be deficient, then one moiety thereof to be paid by the said Governor and Company, and their successors, and the other moiety thereof by the said parties thereto of the second part, with a declaration that no expence relating to colonization, and not thereinbefore expressly provided for, or to any concern or business which should be carried on by the said Governor and Company, and their successors, for their benefit, separate from the said trade or concern under the

Indenture now in recital, was to form any charge under the Indenture now in recital.

And it was also provided, that the clear gains and profits arising from the said concern should be divided into one hundred equal shares, forty shares whereof were to belong to such persons as should from time to time be by the said Governor and Company appointed Chief Factors and Chief Traders for the purposes of the said trade, and to such persons as should thereafter be appointed to succeed them; it being thereby declared to be the true intent and meaning of the parties thereto, that the said forty shares should always be appropriated as a remuneration to the persons actually employed in conducting the trade in North America, or as a temporary provision to persons retiring from such actual employment. Provided, that as often as there should be a total loss upon the returns of any one year, forty equal one hundredth shares of such total loss should be set off from, and made good out, of the said forty shares so to be appropriated as aforesaid, of the gains and profits arising from the trade of the said concern in the ensuing year or years, until such forty shares of total loss should have been fully made good. # And it was thereby further provided, that for the purpose of ascertaining from time to time the gains and profits, or as the case might be, the losses of or to the said concern, and the true state and condition of the stock and capital of the said concern, a general account should on the 1st day of June 1823, and on every succeeding 1st day of June, during the continuance of the said concern, be stated and made out in the manner following (that is to say) in stating and making out such account on the 1st day of June 1823, there should be placed on the debit side of the said account the amounts of the respective valuations, to be made as therein mentioned, of the goods, provisions, stores, supplies, and other articles, of which inventories were to be taken as therein mentioned, and which were to form part of the outfit of the year 1821, as therein mentioned, together with interest at £.5 per centum per annum, on such amounts, from the 1st day of June 1821 to the 1st day of June 1823, and also the amounts of the charge to be respectively made as therein mentioned by the said parties, in respect of the goods, provisions, and stores ordered and to be ordered for the outfit of the year 1821, as therein mentioned, together with interest at the same rate, on the sums forming such amounts, from the respective times of the payment of the same sums to the 1st day of June 1823, and also the amounts of the valuation, to be made as therein mentioned, of the debts which might be owing from traders, clerks,

The profits to be divided into 100 shares, 40 shares whereof to belong to persons to be appointed Chief Factors and Chief Traders.

The forty shares to be subject to loss.

See End of Book

General account to be made out on 1st June 1823, and every succeeding 1st June.

Manner in which account is to be made out.

What sums to be placed on the debit side of the account.

guides, interpreters, canoe men, labourers, and other persons besides Indians, as therein mentioned, on the said 1st of June 1821, or at the respective usual periods next succeeding the date of the said indenture, for taking inventories as therein mentioned, ~~together with interest at the same rate, on such amounts~~ from the 1st day of June 1821 to the 1st day of June 1823; and also the amounts of the valuation, to be made as therein mentioned, of the Hudson's Bay House, in London, with its appurtenances, and of the ships of which a valuation was to be made as therein mentioned, together with interest at the same rate on such amount for the period last aforesaid, and also the amounts of such of the expences to be incurred up to the 1st day of June 1822, in respect of the establishments of the said Governor and Company and their successors; and in respect of the said trade and otherwise as therein mentioned, as were to be paid, allowed, and borne by and out of the proceeds of the current returns arising from the said trade or otherwise, as therein mentioned, together with interest at the same rate on the amount of such expences from the respective times of the payment thereof up to the 1st day of June 1823; and there should be placed on the credit side of the said account the amount of the valuation, to be made as therein mentioned, ~~of such trading goods, provisions, and stores as on the~~ 1st day of June, or the usual period of closing the spring trade of 1822, might remain on hand at the said several depôts, stations or posts as aforesaid, and of the debts to be included in such valuation as aforesaid; and also the amount of the then value of the Hudson's Bay House, for the time being, in London, with its appurtenances, and any other property which should belong to the concern, on the 1st day of June 1822, together with interest at the rate aforesaid on both amounts, from the said 1st day of June 1822 to the 1st day of June 1823, and also the net amount to arise from the sale of the furs, peltries, and other articles to be received as the returns of the outfit of the year 1821, after deducting all expences attending or relating to the sale thereof, together with interest at the same rate on the sums forming such net amount, from the respective prompt days of the sale of the said furs, peltries, and other articles, to the 1st day of June 1823, and that the balance of the said general account should, in the event of such balance being on the credit side of the said account, be deemed to be the gains and profits in respect of the outfit of the year 1821; and should in the event of such balance being on the debit side of the said account, be deemed to be the losses in respect of the outfit of the same year; and the balance of the said interest account should be divided and paid, one moiety to the Hudson's Bay Company and the other moiety to the parties

What sums to be placed on the credit side of the account.

What shall be deemed profits or losses.

Balance of interest account to be divided between the parties.

thereto, of the second part, their executors or administrators; and that the general account to be stated and made out on the 1st day of June 1824, and on every succeeding 1st day of June, during the continuance of the said concern, should be stated and made out, and adjusted and settled, upon the like principle as the account to be stated and made out on the 1st day of June 1823, and in the same manner as far as circumstances would admit, in regard to the details or particulars thereof; and after every such general account should be settled, the clear gains and profits or the losses, as the case might be, should be divided amongst and be paid to or by the parties entitled or liable under the said indenture to receive or bear the same; and if from any cause the said gains and profits or losses should not be paid at the expiration of fourteen days after such 1st day of June, then with interest at £.5 per centum per annum, from the expiration of the said fourteen days, but subject to the provisions therein contained, in regard to the non-delivery by the said parties thereto, of the second part, their executors or administrators of possession of such depôts and premises as therein mentioned.

The account to be made out on 1st June 1824, and every succeeding 1st June upon the like principle.

The profits or losses to be divided or paid to or by the parties.

If not at expiration of 14 days after 1st June, to bear interest.

And it is also thereby provided, that the said Governor and Company, or their successors, should, with all convenient speed appoint, by commission under their common seal, persons as Governors, to preside at the councils of Chief Factors, at the Northern and Southern Factories, and that such respective appointments might be made and any vacancy therein supplied by the said Governor and Company and their successors as they might from time to time think fit; and that one of the said Governors, and in case both of them should be present, then the senior of such Governors, or in the absence of both of them, then any other person specially to be appointed by the said Governor and Company to preside thereat, should, together with the Chief Factors, form a Council, and be competent to carry into effect all acts authorized by the Charter, and to execute all Bye Laws and regulations that might be made by the said Governor and Company from time to time; and that, in order to constitute a council, not less than seven of the Chief Factors, acting in the North district, and three of the Chief Factors, acting in the South district, should be present, besides one of the said two Governors, or other person specially to be appointed to preside thereat; or if owing to death or other cause, one of such Governors or other person should not be present, then or for want of sufficient members on any other account, the persons who might have met together, might adjourn from time to time; and that in case of the

The Governor and Company to appoint persons as Governors, to preside at councils of Chief Factors at Northern and Southern Factories.

Governor and Chief Factors to form a council, and carry into effect all acts authorized by the charter. How councils are to be constituted.

If Governor, &c. not present, persons who meet may adjourn from time to time.

In case of absence of Governor, &c. senior Chief Factor to preside. Chief Traders in certain cases to assist in forming a temporary council.

death or absence of both the Governors and of any other person specially appointed to preside by the said Governor and Company as aforesaid, the senior Chief Factor of each district, and who should for the time being be present, should temporarily preside at such respective council; and if the number of Chief Factors required to form such respective full council could not, from the intemperate state of the season or other unavoidable circumstances, assemble within a period to be fixed by the said Governor and Company at the usual places respectively appointed for holding councils, whether original or adjourned, then so many of the Chief Factors of each district or department as could assemble, should, assisted by as many of the Chief Traders of the same district or department, as for the time being could conveniently be assembled for the purpose, respectively form a temporary council to determine the necessary outfits and arrangements of the season; and such temporary council might adjourn from time to time as occasion might require, subject nevertheless to be superseded by the original council, in case the same could be assembled during the sitting or adjournment of the temporary council. And that every member of the said council, who should be present at the same, should have one vote, and that a bare majority of the votes of the persons present, and with the Governor or other President concurring, should be sufficient to determine the several matters thereby authorized to be determined at such council; but for want of such concurrence, then a majority of at least two-thirds of those present should be required to decide the question.

Temporary council may adjourn.

Every member of council to have a vote, and question to evidence according to votes of president and council.

The Governor and Company are about to appoint certain persons Chief Factors.

AND WHEREAS the said Governor and Company are about to appoint by commission under their common seal *Thomas Vincent, John Thomson, John Macdonald, James Bird, James Leith, John Haldane, Colin Robertson, Alexander Stewart, James Sutherland, John-George McTavish, John Clarke, George Keith, John-Dugald Cameron, John Charles, John Stuart, Alexander Kennedy, Edward Smith, John McLoughlin, John Davis, James Keith, Joseph Beioley, Angus Bethune, Donald Mackenzie, Alexander Christie and John McBean* to be Chief Factors for the superintendence of the said Trade, as well within the Territory of the said Governor and Company granted by the said Charter creating the said Company, as other parts of North America where the said trade might be carried on under the said charter and the said recited indenture or either of them.

AND WHEREAS the said Governor and Company are also about to appoint by commission under their common seal, *William Mackintosh, Jacob Corrigal, Thomas M'Murray, Donald Mackintosh, John Peter Pruden, Allan Macdonnell, James Clouston, Daniel Williams Harmon, Roderic Mackenzie, John Spencer, Hugh Faries, John Lee Lewes, Angus Cameron, John Warren Dease, William Brown, Simon McGillivray, Roderick Mackenzie, Joseph McGillivray, William Connelly, Robert McVicar, Peter Warren Dease, John McLeod, John Rowand, Joseph Felix La Rocque, Andrew Stewart, James McMillan, Alexander McDonald, and Alexander Roderick McLeod*, to be Chief Traders for conducting the said trade in their respective departments under the Governor and Council hereinbefore referred to, and also hereinafter mentioned, as well within the said territories of the said Governor and Company so granted by their said charter as aforesaid, as other parts of North America where the said trade might be carried on under the said charter and the said recited indenture or either of them.

Also certain persons as Chief Traders,

AND WHEREAS the said Governor and Company are desirous of appointing the said forty shares of the clear gains and profits arising from the said concern and so reserved, to be appointed by them under and by virtue of the said recited indenture, and of making such conditions, rules, laws, and regulations for the benefit of the said trade and of the parties interested therein under the same indenture, as are hereinafter respectively contained in that behalf.

And of appointing the 40 shares and making regulations for the trade.

NOW KNOW YE, That the said Governor and Company do hereby declare and direct that the said forty shares shall be subdivided into other shares for the benefit of the several persons respectively mentioned and named in the several articles hereinafter contained in that behalf, and that the same shall be held and the said trade and concern shall be carried on and managed under the restrictions, rules and regulations hereinafter contained, that is to say:—

The Governor & Company direct

ARTICLE I. THE said forty shares of the said partnership concern shall be divided into eighty-five shares of equal amount.

the 40 shares to be sub-divided into 85 shares.

II. EACH of them, the said twenty-five persons so to be appointed Chief Factors as aforesaid, shall, if his appointment to the office of Chief Factor as

The persons to be appointed

Chief Factors to
be entitled to 2
85th shares of
profit and loss.

aforesaid, shall take place, be entitled to two of the said eighty-five shares, for profit and loss, and in case of loss shall in manner aforesaid, be liable to make good the same, and if the same shall not take place, or upon his death, or removal from office, the same or the like shares, both for profits and loss, shall devolve upon the person who for the time being, and from time to time, shall succeed him in such office of Chief Factor as aforesaid; it being the true intent and meaning of this article that each person who, for the time being, shall fill the office of Chief Factor to the said concern, shall during his continuance to fill such office, in case the said concern shall so long continue, be interested in two of the said eighty-fifth shares in the said concern; both for profit and loss, as a compensation for his performance of the duties hereby, or by the said recited indenture imposed or to be imposed on him as such Chief Factor.

The persons to
be appointed
Chief Traders
to be entitled to
1 85th share of
profit and loss

III. EACH of them, the said twenty-eight persons, so to be appointed Chief Traders as aforesaid, shall if his appointment to such office of Chief Trader as aforesaid, shall take place, be entitled to one of the said eighty-fifth shares, for profit and loss, and in case of loss shall in manner aforesaid, be liable to make good the same, and if the same shall not take place, or upon his death or removal from office, the same or the like share shall devolve upon the person who, for the time being, and from time to time, shall succeed him in such office of Chief Trader as aforesaid; it being the true intent and meaning of this present article that each person who, for the time being, shall fill the office of Chief Trader to the said concern, shall, during his continuance to fill such office, in case the said concern shall so long continue, be interested in one eighty-fifth share in the said concern, both for profit and loss, as a compensation for his performance of the duties hereby, or by the said recited indenture, imposed or to be hereafter imposed upon him as such Chief Trader as aforesaid.

Seven shares of
profit and loss
to be appropri-
ated to old ser-
vants in certain
proportions for
7 years,

IV. THE remaining seven shares of the said eighty-five shares, both of profit and loss, shall be appropriated as follows, namely,—four of such seven shares shall be reserved to be given to the old servants, now or lately in the employment of the said Governor and Company in such proportions, and with, under, and subject to such restrictions and regulations as the said Governor and Company shall think proper for a period not exceeding the first seven years of the said concern, and the three remaining shares shall be disposed of

to such persons lately employed by the said North West Company, and then having an interest in the concern of the same Company as the said William McGillivray, Simon McGillivray, and Edward Ellice, or the survivors or survivor of them, or the executors or administrators, of such survivor shall think proper, and for the like period of seven years; and after the expiration of the said period of seven years, therein and thenceforth during the continuance of the said concern, (if the same shall not have been previously determined;) the said last mentioned seven shares of profit and loss shall be held and appropriated in like manner as hereinafter provided by Article XXVIII. with respect to the retired shares.

After that period to be held as provided by article 28.

V. THE Chief Factors for the time being, appointed or to be appointed by the said Governor and Company as aforesaid, shall wholly employ themselves in the superintendence of the trade with the Indians and other persons, and also of all business relating to the said concern, as well within the territory granted by the said charter as other parts in North America where the said Governor and Company have the power of carrying on trade with the Indians or other persons in furs and other articles.

The employment of Chief Factors.

VI. THE Chief Traders for the time being, appointed or to be appointed by the said Governor and Company as aforesaid, shall wholly and exclusively act as traders, and conduct the business as such in their respective departments, and under the orders and regulations to be from time to time given them respectively by the respective Governors and Councils to be constituted in manner hereinafter mentioned, but without intitling the said Chief Traders or either of them to sit as a member of such councils, or either of them, or to have any vote therein in respect of any matters there discussed, except in the special case hereinafter mentioned.

The employment of Chief Traders.

VII. THE Chief Factors for the time being, appointed or to be appointed as aforesaid, shall, during the continuance of their respective commissions, together with one of the Governors to be from time to time appointed by the said Governor and Company under their charter, and in case both of them shall be present, then together with the senior of such Governors, or in case of the absence of both of them, then together with any other person or persons who may be specially appointed by the said Governor and

The Chief Traders with Governor or other person to be appointed specially as President to constitute Council.

A certain number of Chief Factors must be present to constitute Council in each district

Company as President thereof, constitute the Councils for regulating the trade and affairs relative to the said concern, and as well without as within the limits of the territory of the said Governor; and to constitute a Council, not less than seven Chief Factors acting in the North District, and not less than three Chief Factors acting in the Southern District shall be present, besides one of the said two Governors, or such other President as hereinbefore and hereinafter is mentioned at such places respectively as shall or may be from time to time directed or appointed by the said Governor and Company for that purpose.

The management of the trade, posts, &c. to be settled by the Governor & Council.

VIII. THAT every arrangement with respect to the trading posts and stations to be occupied, and the respective outfits to be made for carrying on the said trade, and the wintering residence of the chief Factors and Traders, and of the Clerks and others in the service of the said concern, as well under the Charter of the said Governor and Company, as otherwise, shall be fixed and settled by the said respective Governors and Council in their respective Departments.

Governor and Council to investigate result of preceeding year's trade.

IX. Each Governor and Council in its Department shall investigate the result of the preceding year's trade at each Department or Post, and be guided thereby, in regulating the outfit for the then following or current season.

All matters determined by Council to be entered in the Council Minute Book & signed.

X. All matters whatsoever which may be determined upon by each Governor and Council shall be distinctly and fully minuted in a book to be kept for that purpose, to be called the Council Minute Book, and a copy of such Minutes shall be made out, and signed by the said Governor or President, and Members present at the Council, vouching the same to be a faithful copy of the minutes made at such Council, which copy shall be annually transmitted by the Governor or President to the Governor and Company in England or their Committee.

Each Council to make rules and regulations for conduct of trade.

XI. EACH Council so constituted as aforesaid, shall be authorized to make such rules and regulations for the management and conduct of the trade aforesaid, and otherwise relating thereto from time to time, as they may think fit; and such rules and regulations shall remain in force until the same be ratified or objected to by the Governor and Company in England, according to the provision hereinafter contained.

XII. EACH Council so constituted as aforesaid, shall have full power and jurisdiction to inquire or cause inquiry to be made into the conduct of the Chief Factors, Traders, Clerks, and servants in the employment of the said concern in North America, or of any one or more, and to impose such mullets and fines for misconduct as the said Governor and Council shall from time to time think fit; but such mullets and fines so imposed shall not be enforced until the same shall be ratified or varied by the said Governor and Company.

Council to enquire into conduct of Chief Factors, Traders &c.

XIII. IF owing to death or other cause, one of such Governors or their successors or such other President shall not be present, or if there shall be a want of sufficient members, or on any other account, the persons who may have met together may adjourn from time to time.

In absence of Governor, &c. persons who meet may adjourn.

XIV. IN case of the death or absence of both the Governors and of any other person specially appointed to preside by the said Governor and Company aforesaid, the senior Chief Factor of each district, and who shall for the time being be present, shall temporarily preside at such respective Council; and if the number of Chief Factors hereby required to form such respective full Council cannot, from the intemperate state of the season, or other unavoidable circumstances, assemble within a period to be fixed by the said Governor and Company, at the usual places respectively appointed for holding the Councils, whether original or adjourned, then so many of the Chief Factors of each district or department as can assemble, shall, assisted by as many of the Chief Traders of the same district or department, as for the time being can conveniently be assembled for the purpose respectively, form a temporary Council to determine the necessary outfits and arrangements of the season; and such temporary Council may adjourn from time to time as occasion may require, subject nevertheless to be superseded by the original Council in case the same can be assembled during the sitting or adjournment of the temporary Council.

If sufficient number of Chief Factors cannot assemble, Chief Traders to assist, and form a temporary Council.

XV. IF any Chief Factor or Chief Trader misconduct or misbehave himself, so as to injure the said concern in any manner howsoever, and shall thereof be convicted by proof to the satisfaction of the majority of the Council and Governor within the district to which the party offending shall belong, and which majority shall have power to hear and determine all charges of that nature, the said Governor, with the concurrence of such majority of the Council before whom such charges shall be brought, shall have power to expel or remove the Chief Factor or Chief Trader so for the time being offending, and the share or shares

Chief Factors or Chief Traders may be expell'd for misconduct, and shares forfeited.

belonging to the said Chief Factor or Chief Trader so offending and provided for him respectively, under Articles II. and III., shall be forfeited; and the same shall thereupon become disposable in such manner, for the benefit of the succeeding Chief Factor or Chief Trader to be substituted in the room of the offending party, as the said Governor and Company shall think fit. Provided never-

No Chief Factor or Chief Trader to be expelled, unless 12 are present, and sentence ratified by Governor and Company.

theless, no Chief Factor or Chief Trader shall be so removed or expelled by the said Governor and Council unless at least twelve Chief Factors are present at such Council, and unless such sentence of removal or deprivation is carried by a majority of two-thirds of the said Factors, and the Governor shall also concur therein, and unless such removal or expulsion shall be subsequently ratified by the Governor and Company.

Clerks not to be dismissed for misconduct without sanction of Governor and Company, except in certain cases.

XVI. It shall not be competent to any Governor or Council to dismiss any clerk for misconduct without first obtaining the sanction of the Governor and Company in that behalf, except in cases of habitual intoxication or fraudulent or wilful misapplication of property intrusted to him, in either of which last-mentioned cases it shall be competent to the Governor and Council of the department wherein such misconduct may arise, of their own authority, to dismiss such clerk at once, and in all other cases of misconduct the said Governor and Council shall or may suspend him from his situation until the pleasure of the Governor and Company as to his disposal is made known.

Chief Factors & Chief Traders who winter, to be allowed articles of personal necessities.

XVII. THE Chief Factors and Chief Traders who winter in the interior shall be allowed out of the general stores belonging to the said concern such articles of personal necessities as have been customarily allowed without being charged for the same, and in addition to their respective interest in the concern, a scale of which allowances is to be forthwith prepared by the Governor and Council of each district or department and submitted to the Governor and Company for their approval or alteration; and when approved of the same shall determine the allowances to be made in future; and all other articles consumed by the party or improperly expended shall be charged to the private account of the party by whom the same shall have been consumed or improperly expended.

Chief Factors & Traders who winter, to render accounts

XVIII. THE Chief Factors or Chief Traders who shall from time to time winter in the Indian country, shall deliver or send to the Governor and Council of the district wherein such Chief Factors or Chief Traders shall respectively act, every year or oftener if required, a true account and inventory of all the goods, provisions or other effects for the time being in hand, and also of the furs

peltries, debts due by Indians and Canaomen, and also true accounts of the expenditure of goods and effects committed to their respective charge; and also such information as may tend to elucidate the state and condition of the said trade under their respective management at the time.

XIX. The Chief Factors and Chief Traders shall not, on their separate ^{Chief Factors} account, distinct from the said concern, enter into any trade, business, or com- ^{or Traders not} merce, either directly or indirectly, with any Indians within any part of the said ^{to be concerned} Governor and Company's territory, under their Charter or elsewhere in North ^{in any separate} America, or be in anywise concerned or interested therein; and every such ^{trade with In-} Chief Factor or Chief Trader so offending, shall, for every such offence, pay the ^{dians under} sum of one thousand pounds to the said Governor and Company as stated, or ^{penalty.} liquidated damages.

XX. THREE Chief Factors and two Chief Traders, shall be allowed to leave ^{Chief Factors &} the country on furlough in each year; to be regulated at an annual meeting of ^{Traders may not} the respective Council of each district, according to a rotation list, and each ^{to be concerned} such furlough for the time being is not to exceed one year without the express ^{out of Country} consent of the Governor and Company, or unless the party be prevented from ^{on furlough ac-} returning at the expiration of his furlough from severe illness; and any Factor ^{cording to rota.} or Trader absenting himself after the expiration of such furlough, without leave of the said Governor and Company, except from severe illness as aforesaid, shall be deemed and considered as having retired or vacated his situation under Article XXVII.

XXI. THE Chief Factors or Chief Traders not taking advantage of rotation, ^{Persons not ta-} shall not be intitled to any furlough till it again comes to their turn, but they ^{king advantage} may exchange their rotation with any other Chief Factors or Chief Traders, ^{of rotation may} upon obtaining nevertheless the previous consent thereto of the said Governor ^{exchange.} and Council of their respective districts.

XXII. ANY one or more of the following persons, namely, *John Thomson,* ^{Particular per-} *John Macdonald, James Leith, John Haldane, Alex. Stewart, John George* ^{sons may retire} *McTavish, George Keith, John Dugald Cameron, John Stuart, Edward* ^{immediately} *Smith, John McLoughlin, James Keith, Angus Bethune, Donald Macken-* ^{and retain share} *zie, and John McBean,* wishing to retire immediately, are permitted to do ^{for 7 years.} so, and each of them to retain one-eighty-fifth share aforesaid for seven years,

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The vacancies to be filled by particular persons.

Other persons who may retire, and retain share for seven years.

if the said concern shall so long continue, to hold to them and their representatives; and the vacancies occasioned by such retirement shall be filled up by the following persons, who shall respectively have commissions for the purpose, in the order in which they are here named, that is to say—*William Mackintosh, Thomas Mc Murray, Donald Mackintosh, Allan Mc Donell, Daniel Williams Harmon, Roderic Mackenzie, Hugh Faries, Angus Cameron, and John Warren Dease*, and that without any recommendation by the said Governor and Council, but such retirement shall not be delayed beyond June 1822; and also any one or more of the following persons, namely, the said *William Mackintosh, Thomas Mc Murray, Donald Mackintosh, Allan Mc Donell, Daniel Williams Harmon, Roderic Mackenzie, Hugh Faries, Angus Cameron, and John Warren Dease*, and also *Simon McGillivray, Joseph McGillivray, William Connelly, Peter Warren Dease, John Rowand, J. F. La Rocque, James Mc Millan, and Alexander-Roderick McLeod*, not becoming a Chief Factor or Chief Factors in manner last aforesaid, shall have the right of retiring at once, and of retaining also each one other eighty-fifth share aforesaid, for the like term of seven years, to hold to them and their representatives, but such retirement shall not be delayed beyond June 1822, provided the whole number of Chief Factors and Chief Traders so retiring does not exceed nine.

Other persons who may retire immediately, and retain share for the same period.

XXIII. Also, any one or more of the following persons, namely—*Thomas Vincent, James Bird, Colin Robertson, James Sutherland, John Clarke, John Charles, Alexander Kennedy, John Davis, Joseph Beioley, Alexander Christie*, wishing to retire immediately, are permitted to do so, and each to retain one other eighty-fifth share aforesaid, for the like term of seven years, to hold to them and their representatives, but such retirement shall not be delayed beyond June 1822, and the vacancies respectively occasioned by such retirement shall be filled up by the Governor and Company from among the Chief Traders for the time being, without any recommendation being necessary for that purpose, by the Governor and Council of the said Company in North America; provided nevertheless, the number to retire under this article shall not exceed three.

Chief Factors and Traders may hereafter retire with certain allowances.

XXIV. Any one or more of the Chief Factors and Chief Traders for the time being may retire at any time hereafter, where no other provision is hereby made for the purpose, upon the following terms, that is to say—

A Chief Factor for the time being entitled to two eighty-fifth shares under Article II. and a Chief Trader for the time being entitled to one eighty-fifth

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share under Article III. shall be permitted to retire upon the following allowances, namely—after wintering three years in North America, he shall be allowed to hold his share or shares, as the case may be, for one year next after his retirement, and half of his said share or shares for the next succeeding four years; and in case of a party retiring, after wintering five years, he shall be allowed to hold his share or shares, as the case may be, for one year next after his retirement, and half of his said share or shares for the next succeeding six years, to be respectively held by him and his representatives respectively during the respective periods mentioned in this Article; but no more than three Chief Factors or two Chief Factors and two Chief Traders shall be allowed to retire, under the last article, in any one year, nor unless he or they respectively so desirous to retire do give one year's previous notice thereof in writing to the said Governor and Council; and the option of retirement shall be in the rotation in which the Chief Factors and Chief Traders, as far as they are concerned, are respectively in the commissions so to be respectively made as aforesaid, and hereinbefore named or mentioned; and in other cases shall be by seniority in each class, according to the dates of their respective commissions.

Allowance after wintering three years.

Allowance after wintering five years.

Only certain number allowed to retire in any one year.

XXV. In the event of the death of any Chief Factor or Chief Trader, his representatives shall be entitled to the benefit of his share or shares, as the case may be under Article II. or III. to the end of the year in which he died, such year being considered as ending on each first day of June; and if such death shall happen before the party dying shall have wintered in North America five years, his representatives shall have in addition an half of such share or shares for four years, from the end of the year in which the party shall die; and if his death shall happen after having wintered five years, then his representatives shall be put on the same footing as if the party had retired, and been entitled to a six year's interest in the said concern under Article XXIV. And in case such representative or representatives shall be desirous of disposing of his, her, or their respective interests in the said concern as such representative or representatives, he or they shall give notice thereof to the said Governor and Company, who shall have the right of pre-emption with respect thereto.

On death of Chief Factor or Trader, their representatives to be entitled to certain allowances,

with power of disposal on certain conditions.

Chief Factors or Traders not to sell share without notice to the Governor and Company, who are entitled to right of pre-emption.

XXVI. No Chief Factor nor Chief Trader who shall retire, shall after such retirement, sell and dispose of his share or interest in the said concern without giving notice thereof to the said Governor and Company, who shall be

Chief Factors or Traders selling shares to remain liable to articles.

thereupon entitled to a right of pre-emption nor in case of sale, shall any Chief Factor or Chief Trader be thereby or otherwise discharged from the several articles contained herein, or in the said recited indenture, or from his observance or performance thereof, nor from his liability to forfeiture, or the consequences thereof; but all such articles shall continue notwithstanding to be as binding on, and all penalties in respect of such forfeiture shall be payable by him respectively, and his representative, as if he had continued such Chief Factor or Chief Trader respectively.

A certain number of Chief Factors and Traders may retire on giving notice,

but not entitled to any allowance,

to remain liable to articles.

XXVII. IN such cases as are not herein-before expressly provided for, any one or more of the Chief Factors for the time being, so as they shall not, without the express consent of the Governor and Council in North America, exceed in any one year three Chief Factors; and any one or more of the Chief Traders for the time being, so as they shall not without the like consent exceed in any one year three Chief Traders, may at any time retire and vacate their respective offices of Chief Factor and Chief Trader respectively, upon giving one year's previous notice in writing to the said Governor and Council; but the parties so retiring and vacating their respective offices shall not, however, be intitled to participate in the retired list, according to any of the articles hereinbefore contained in that behalf; but they and their representatives shall, notwithstanding such their retirement or vacation of office, remain subject to all such restrictions as to trade and payments, as if the party or parties so retiring under this article had continued in office.

How vacancies of Chief Factors and Traders to be filled.

XXVIII. WHEN any vacancy happens in the number of Chief Factors or Chief Traders, as hereinbefore provided for the same, shall be reported forthwith by the said Governor and Council in North America to the Governor and Company in England, accompanied with the nomination by the said Governor and Council, of three persons, to be respectively selected, according to the next article, for each vacancy, and whom they the said Governor and Council may consider from seniority and merit entitled to fill such vacancy; and the said Governor and Company shall, without delay, select one of such persons so nominated to fill each of such vacancies.

Vacancy of Chief Factor to be filled up by Trader, and of Trader to be filled by clerk.

XXIX. EACH person to be named to fill the vacancy of Chief Factor, under the last article, shall be selected or taken from the list of Chief Traders, and the person to fill the vacancy of Chief Trader, under the same article,

shall be taken from the clerks employed in the said concern, in North America.

XXX. WHENEVER the shares provided for persons retiring under articles IV, XXII, and XXIII, shall fall in and expire, then no more than twenty-one of the said eighty-five shares at any one time shall be applied for the benefit of those on the retired list, under article XXIV., unless such failure of shares shall be caused by death in the then current year, or unless an excess beyond the said twenty-one shares be first expressly sanctioned by the said Governor and Company, after having received a special minute thereof from the said Governor and Council.

XXXI. REGULAR sets of accounts made up to the preceding first day of June, shall be sent out annually by the outward-bound ships of the season to be laid before the councils of the said concern in North America, for the benefit of the parties interested therein, and there resident, and if no objections in writing to the same be transmitted by the homeward-bound ships, belonging to the said concern, in the following year, such accounts shall be considered as approved and be thenceforth binding.

XXXII. AND by the same or the like outward-bound ships of the season, each Chief Factor, Chief Trader, and each Clerk respectively, in the service, shall have his private account transmitted to him, and the balance shall be either paid to him by bills drawn by him, and made payable in London, on every fifteenth day of April, or be paid to any person authorized as his agent to receive the same, and to settle such account or accounts, for the time being, on the same being made up on each first day of June aforesaid; or if the said party prefer to leave such balance in the hands of the said Governor and Company, and notify the same to them, they will either allow him lawful interest for the same, or, at the option of the said Governor and Company, invest the same in the purchase of parliamentary stock, and receive, and when received, credit his account with the dividends thereof.

XXXIII. No Chief Factor or Chief Trader who may retire, or the representatives of such of them as may die, shall after such retirement or death, be at liberty, or have any right to inspect or question the accounts mentioned

Only a certain number of shares to be applied to the retired list except in certain cases.

Accounts to be sent out to the parties annually by outward-bound ships and if no objections by homeward-bound ships of next year, to be binding.

The private accounts of Chief Factors and Traders, and Clerks to be sent by outward bound ships, who may draw for balance, or have it invested at interest.

Chief Factors and Traders who may retire, not to have right to inspect accounts.

in article XXXI., but shall respectively be concluded as to them, by the certificate of the said Governor and Company as to their correctness, as far as respects their shares and interests therein respectively.

Assignees of shares not to be entitled to benefit unless notice given and title

XXXIV. No person becoming entitled as the assignee of the share or shares of a retired Chief Factor or Chief Trader, or as the representative of a deceased Chief Factor or Chief Trader shall be entitled to derive any benefit therefrom, as such assignee or representative, unless such person, within eighteen calendar months respectively next after his respective title or claim shall accrue, shall give notice thereof to the said Governor and Company, at Hudson's-Bay House, London, or other their House in London for the management of their concerns, and there cause the several Instruments, under which he derives title, as such assignee or representative, to be duly registered in the books of the said Governor and Company.

Chief Factors & Traders within certain periods to enter into covenant for observance of the articles.

XXXV. THE Chief Factors and Chief Traders now appointed or to be appointed, and every Chief Factor and Chief Trader, from time to time, and at all times during the said concern, to be appointed by the said Governor and Company for the superintendence and management of the said concern, shall, within eighteen calendar months next after the date hereof, with respect to the present Chief Factors and Chief Traders, and with respect to all future Chief Factors and Chief Traders within twelve calendar months, next after the date of their respective commissions, enter into a covenant or agreement with the said Governor and Company for the due observance and performance by them, the said Chief Factors and Chief Traders, of all the Conditions, Agreements, Rules and Regulations mentioned and contained in these Presents; and also all other rules and regulations to be from time to time duly made, pursuant to the said recited Indenture; and the terms thereof, as far as the same are, or shall be applicable to them respectively, and for the payment to the said Governor and Company of the sum of one thousand pounds as liquidated damages for every wilful breach of such conditions, agreements, rules, and regulations, by the parties so respectively covenanting, and for the acceptance by them respectively of the several provisions hereby made, or to be made for them, and every such appointment shall be voidable in case the Appointee therein named shall omit or refuse to enter into such covenant or agreement, within the time hereinbefore mentioned on that behalf.

Appointments to be voidable if appointees omit or refuse to enter into covenant.

XXXVI. THE several articles, matters, and things hereinbefore contained, shall be binding on the said Governor and Company, and shall continue in force during the said concern, as far as relates to articles I. II. III. IV. XV. XXII. XXIII. XXIV. XXV. XXVIII. XXIX. XXXI. and XXXII., without any right on the part of the Governor and Company, or their Committee for the time being, to defeat, alter, or vary the same, either in the whole, or in part, without the consent, in writing, of the majority of Chief Factors and Chief Traders for the time being, respectively, and as far as relates to the remaining articles contained in these presents, unless in the mean time, and until determined, altered, or varied by the said Governor and Company, in conformity to their power reserved to them under their said Charter, or the said recited Indenture, and until sufficient notice thereof to be given by the said Governor and Company of such determination, alteration, or variance; and all persons having any interest, or being in anywise entitled, for the time being, under the said articles, or any of them, shall or may be entitled to proceed against the said Governor and Company, in case of any breach on their part, of any one or more of the said articles.

Certain articles not to be altered without consent of majority of Chief Factors & Traders.

Persons having interest under articles entitled to proceed against Governor and Company for breach

In Witness whereof, the said Governor and Company have caused their Common Seal to be hereunto affixed, this twenty-sixth day of March, in the second year of the reign of our Sovereign Lord GEORGE the Fourth, by the Grace of God, of the United Kingdom of Great Britain and Ireland, King, Defender of the Faith, and in the year of our Lord one thousand eight hundred and twenty-one.



Clause in the Original Deed, omitted by error in Deed Poll.

Should be introduced in line 17 from top of page 5.

THAT Inventories of such trading goods, provisions, and stores, as on the first day of June, or the usual period of closing the Spring trade of 1822, and on the same day, or usual period in every succeeding year, during the said term of twenty-one years, may remain on hand at the several depôts, stations, or posts in North America, to be occupied in carrying on the said trade, as the part undisposed of to the Indians of the outfit of the year then immediately preceding, shall be made out as soon as may be afterwards, and that thereupon, the same shall be valued at a Tariff to be from time to time proposed by the herein-mentioned Governor and Council of Chief Factors, and determined upon by the said Governor and Company and their successors; and the amount of such valuation, shall, as provided for in the next article, be allowed as a credit in the account of the outfit of the year then immediately preceding and shall be made a charge in the accounts of the outfit of the year then next following, and the same goods, provisions, and stores shall be considered as part of the outfit of the year then next following: provided always, that in such inventories and valuations shall be included all debts which on such first day of June, or such usual period may be owing to the said concern, from traders, clerks, guides, interpreters, canoemen, and labourers or other persons, except Indians, for advances and supplies, and that such debts shall be valued at a fair estimate; but debts due from Indians shall be included, without any valuation being put thereon.